

**RESOLUTIONS OF MOST REVEREND JOHN O. BARRES, BISHOP OF
THE ROMAN CATHOLIC DIOCESE OF ROCKVILLE CENTRE**

September 29, 2020

The Most Reverend John O. Barres, Bishop of Rockville Centre and President and Chairman of the Board of Trustees of the Roman Catholic Diocese of Rockville Centre, New York, a religious corporation incorporated under New York law on February 25, 1958 by a special act of the New York State Legislature (Chapter 70 of the Laws of 1958) (the "Diocese"), hereby adopts the following resolutions by written action:

WHEREAS, along with the other Trustees of the Diocese, the Diocesan Finance Council and the College of Consultors, I have engaged in numerous and extensive discussions with the management, financial, legal, and spiritual advisors of the Diocese regarding the assets and liabilities of the Diocese, particularly those liabilities arising or asserted in connection with the New York Child Victims Act, the impact of such liabilities on the continuation of the mission of the Diocese, the strategic alternatives available to the Diocese, and the advisability of entering into restructuring arrangements;

WHEREAS, the Diocese has considered the importance of retaining outside advisors during the restructuring process; and

WHEREAS, along with the other Trustees of the Diocese, the Diocesan Finance Council and the College of Consultors, I have determined that taking the actions set forth below are advisable and in the best interests of the Diocese and, therefore desire to approve the following resolutions:

RESOLVED, that in order to respond to claims stemming from the Child Victims Act in an equitable and comprehensive manner, and to reorganize the financial affairs of the Diocese in order to permit it to continue to fulfill its ministries to the Catholic faithful of the Diocese, the Diocese shall file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") commencing a chapter 11 case of the Diocese (the "Chapter 11 Case");

FURTHER RESOLVED, that each the officers and managers of the Diocese (the "Authorized Persons"), including Thomas Renker, Chief Operating Officer and General Counsel of the Diocese, or such other authorized signer for the Diocese as he may designate, be, and they hereby are, authorized, empowered, and directed to execute and file, or cause to be filed, with the bankruptcy court, for the Diocese all petitions, schedules, lists, motions, applications, pleadings and any other necessary papers or documents, including any amendments thereto, and to take any and all action and perform any and all further deeds that they deem necessary or proper to obtain chapter 11 bankruptcy relief or in connection with the Chapter 11 Case, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to employ the law firm of Jones Day as general bankruptcy counsel to represent and advise the Diocese in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations, including filing any pleadings in connection with the Chapter 11 Case; and, in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Jones Day;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to employ Alvarez & Marsal North America, LLC as financial advisor to represent and assist the Diocese in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case; and, in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Alvarez & Marsal North America, LLC;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to employ Epiq Corporate Restructuring, LLC as administrative advisor and claims, noticing and balloting agent to assist the Diocese in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case; and, in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Epiq Corporate Restructuring, LLC;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to employ Reed Smith LLP as special insurance counsel; and, in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Reed Smith LLP;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed to employ any other professionals to assist the Diocese in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or

immediately upon the filing of the chapter 11 case of the Diocese, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Diocese, to prosecute the Chapter 11 Case in a manner that in their business judgment is likely to maximize the recovery for stakeholders in the Diocese and minimize the obligations incurred by the Diocese;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Diocese, to cause the Diocese to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, certificates or other documents, and to take such other action, as in the judgment of such person shall be or become necessary, proper, and desirable to prosecute to a successful completion the Chapter 11 Case, including, but not limited to, implementing the foregoing resolutions and the transactions contemplated by these resolutions;

FURTHER RESOLVED, that Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Diocese, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name and on behalf of the Diocese, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, I have signed this written action and affixed the seal of the Diocese
this 29 day of September, 2020.

+ John O. Barres

Most Reverend John O. Barres
Bishop of the Roman Catholic Diocese of
Rockville Centre, New York

